

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

* * * * *

IN RE	*	CHAPTER 11
	*	
DELPHI CORPORATION, ET AL.	*	CASE NO. 05-44481 (RDD)
	*	
DEBTORS	*	(JOINTLY ADMINISTERED)
	*	
	*	

* * * * *

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF LOUISIANA

PARISH OF ORLEANS

Charles E. Hamilton, III, being duly sworn, deposes and says:

1. I am a principal of Hamilton, Brown & Babst, LLC, which is the successor to Lamothe & Hamilton PLC, in the representation of Delphi Corporation and its affiliates. The facts surrounding its succession are as follows. Following the occurrence of Hurricane Katrina, one of the three directors of Lamothe & Hamilton, Frank E. Lamothe, III withdrew from Lamothe & Hamilton, PLC and removed his office from New Orleans, Louisiana to Covington, Louisiana, where he resides. The remaining attorneys of Lamothe & Hamilton formed a new firm, Hamilton, Brown & Babst, LLC and all attorneys who have performed any work for Delphi Corporation and any of its affiliates are principals in or employed by the Firm. The Firm maintains offices at Suite 2750, 601 Poydras Street, New Orleans, Louisiana 70130, the offices formerly occupied by Lamothe & Hamilton PLC.
2. Neither I, the Firm, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. I, and the Firm have represented and advised the Debtors in *Gulf Coast Bank & Trust Company d/b/a Gulf Coast Business Credit v. Delphi Corporation, USDC, Eastern District of Louisiana*, No. 05-1935 “F” and with respect to a range of aspects of the Debtors’ businesses implicated in that litigation.
4. The Debtors have requested, and I and the Firm have agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the “Bankruptcy Code”), with respect to such matters. Additionally, the Debtors have requested, and I and the Firm propose, to render the following services to the Debtors: advise concerning the potential assertion of counterclaims against plaintiff gulf Coast Bank & Trust, for overbillings currently believed to equal or exceed \$1,000,000, and to advise and represent Debtor and its affiliates as necessary in the litigation.
5. The Firm’s current representation is billed at hourly rates of \$230.00 and \$200.00 per hour, for attorneys, and \$70.00 per hour, for paralegals.
6. Except as set forth herein, no promises have been received by Charles E. Hamilton, III, or the Firm or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.
7. Charles E. Hamilton, III and the Firm have no agreement with any entity to share with such entity any compensation received by them.
8. Charles E. Hamilton, III, and the Firm and its partners, auditors, and other members, may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Charles E. Hamilton, III and the Firm do not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.
9. Neither Charles E. Hamilton, III nor the Firm, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Charles E. Hamilton, III and the Firm are to be engaged.

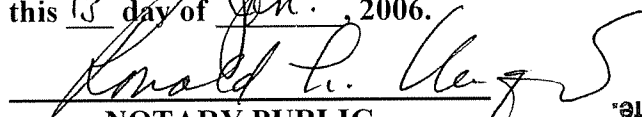
10. The foregoing constitutes the statement of Charles E. Hamilton, III and the Firm pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



CHARLES E. HAMILTON, III

Subscribed and sworn before me
this 13 day of Jan., 2006.



NOTARY PUBLIC
Ronald L. Naquin

Notary Public

Parish of Orleans, State of Louisiana

La. Bar Roll No. 9890

My commission is issued for life.

My commission is issued for life.
La. Bar Roll No. 9890
Parish of Orleans, State of Louisiana
Notary Public
Ronald L. Naquin

CERTIFICATE OF SERVICE

The undersigned, hereby certifies that on the 13th day of January, 2006, he served a copy of the Affidavit of Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation
Attention: General Counsel
5725 Delphi Drive
Troy, MI 48098
U.S.A.

Latham & Watkins
Attention: Mark A. Broude, Esq.
885 Third Avenue
New York, N.Y. 10022
U.S.A.

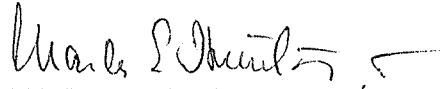
Skadden, Arps, Slate, Meagher & Flom
Attention: John W. Butler, Jr., Esq.
333 West Wacker Drive
Suite 2100
Chicago, IL 60606
U.S.A.

Simpson Thacher & Bartlett LLP
Attention: Marissa Wesley, Esq.
425 Lexington Avenue
New York, N.Y. 10017
U.S.A.

United States Trustee
Attention: Alicia M. Leonhard, Esq.
33 Whitehall Street
Suite 2100
New York, N.Y. 10044
U.S.A.

Davis Polk & Wardwell
Attention: Marlane Melican, Esq.
450 Lexington Avenue
New York, N.Y. 10017
U.S.A.

a copy of the foregoing Affidavit of Legal Ordinary Course Profesional.



CHARLES E. HAMILTON, III
HAMILTON, BROWN & BABST
601 POYDRAS STREET, SUITE 2750
NEW ORLEANS, LOUISIANA 70130
TELEPHONE: 504-566-1805

SWORN TO AND SUBSCRIBED

BEFORE ME, THIS 13 DAY

OF JANUARY, 2006.



NOTARY PUBLIC

Ronald L. Naquin

Notary Public

Parish of Orleans, State of Louisiana

La. Bar Roll No. 9890

My commission is issued for life.